

Law Offices of

CHAPMAN AND CUTLER

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December 21, 2000

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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO. **23111-E** FILED

DEC 21 '00 8-59 AM

TS

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing of Railroad Equipment
BNSF 2000-K

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Memorandum of Lease Supplement No. 2 (BNSF 2000-K), dated as of December 27, 2000, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BNSF 2000-K), dated as of December 27, 2000, between the Owner Trustee and the Indenture Trustee.

The primary documents to which the Memorandum of Lease Supplement No. 2 (BNSF 2000-K) and the Memorandum of Trust Indenture Supplement No. 2 (BNSF 2000-K) are connected are the Memorandum of Equipment Lease Agreement (BNSF 2000-K) and the Memorandum of Trust Indenture and Security Agreement (BNSF 2000-K), respectively, which were recorded on September 26, 2000.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

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1521764

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Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Indenture Trustee: State Street Bank and Trust Company
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103
Attention: Corporate Trust Department

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Trust Indenture Supplement No. 2 consists of 54 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475488 through BNSF 476710, 80 Sugar Hopper Cars bearing the reporting marks within the series BNSF 450350 through BNSF 450433, 194 3-Unit Articulated Double Stack Cars bearing the reporting marks within the series BNSF 253095 through BNSF 253288 and 380 Bi-Level Autoracks bearing the reporting marks within the series BNSF 24495 through BNSF 24874, all as specifically described in Exhibit A attached hereto.

A fee of fifty-two dollars (\$52.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1600 K Street, N.W.
Suite 200
Washington, D.C. 20006-2973

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 (BNSF 2000-K) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor,

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Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of December 27, 2000, covering 54 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475488 through BNSF 476710, 80 Sugar Hopper Cars bearing the reporting marks within the series BNSF 450350 through BNSF 450433, 194 3-Unit Articulated Double Stack Cars bearing the reporting marks within the series BNSF 253095 through BNSF 253288 and 380 Bi-Level Autoracks bearing the reporting marks within the series BNSF 24495 through BNSF 24874, all as specifically described in Exhibit A attached thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee dated as of September 27, 2000, which was recorded on September 26, 2000.

(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2:

Memorandum of Trust Indenture Supplement No. 2 (BNSF 2000-K) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103, dated as of December 27, 2000, covering the obligations of the Owner Trustee and the Lessee relating to 54 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 475488 through BNSF 476710, 80 Sugar Hopper Cars bearing the reporting marks within the series BNSF 450350 through BNSF 450433, 194 3-Unit Articulated Double Stack Cars bearing the reporting marks within the series BNSF 253095 through BNSF 253288 and 380 Bi-Level Autoracks bearing the reporting marks within the series BNSF 24495 through BNSF 24874, all as specifically described in Exhibit A attached thereto. The Memorandum of Trust Indenture Supplement No. 2 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of September 27, 2000, which was recorded on September 26, 2000.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

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CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars ("Type B")	54	BNSF 475488 through BNSF 475499, inclusive, BNSF 476669 through BNSF 476710, inclusive
Sugar Hopper Cars ("Type C")	80	BNSF 450350 through BNSF 450409, inclusive, BNSF 450412 through BNSF 450424, inclusive, BNSF 450426 through BNSF 450430, inclusive, BNSF 450432 through BNSF 450433, inclusive
3-Unit Articulated Double Stack Cars ("Type D")	194	BNSF 253095 through BNSF 253288, inclusive
Bi-Level Autoracks ("Type E")	380	BNSF 24495 through BNSF 24874, inclusive

MEMORANDUM OF LEASE SUPPLEMENT NO. 2 DEC 21 '00 8-59 AM
(BNSF 2000-K)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 2, made and entered into as of December 27, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2000-K), dated as of September 1, 2000 (the "*Lease Agreement*"), effective as of the date set forth in and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2000.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BNSF 2000-K), dated December 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 7th day of December, 2000.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of December, 2000.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 2
(BNSF 2000-K)**

Memorandum of Lease Supplement No. 2, made and entered into as of December 21, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

W I T N E S S E T H :

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2000-K), dated as of September 1, 2000 (the "*Lease Agreement*"), effective as of the date set forth in and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2000.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BNSF 2000-K), dated December 21, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

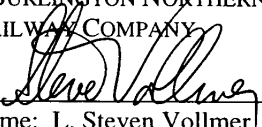
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 2000.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By 
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 7th day of December, 2000.

STATE OF Delaware)
)
COUNTY OF New Castle) SS:

On this 7 day of December, 2000, before me personally appeared James P. Lawler to me personally known, who being by me duly sworn, says that she/she is a Vice President of Wilmington Trust Company, that said instrument was signed and sealed on December 7, 2000, on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

By Leigh Emmi
Notary Public
LEIGH EMMI
NOTARY PUBLIC
My Commission Expires August 1, 2002

(SEAL)

My Commission Expires: _____

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS:

On this ____ day of December, 2000, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on December __, 2000, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 1st day of December, 2000, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on December 7, 2000, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Tina M. Mailhos
Name: Tina M. Mailhos
Notary Public – State of Texas
My Commission Expires: July 16, 2002
Residing in Forth Worth, Texas

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
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Sugar Hopper Cars (“Type C”)	80	BNSF 450350 through BNSF 450409, inclusive, BNSF 450412 through BNSF 450424, inclusive, BNSF 450426 through BNSF 450430, inclusive, BNSF 450432 through BNSF 450433, inclusive
3-Unit Articulated Double Stack Cars (“Type D”)	194	BNSF 253095 through BNSF 253288, inclusive
Bi-Level Autoracks (“Type E”)	380	BNSF 24495 through BNSF 24874, inclusive